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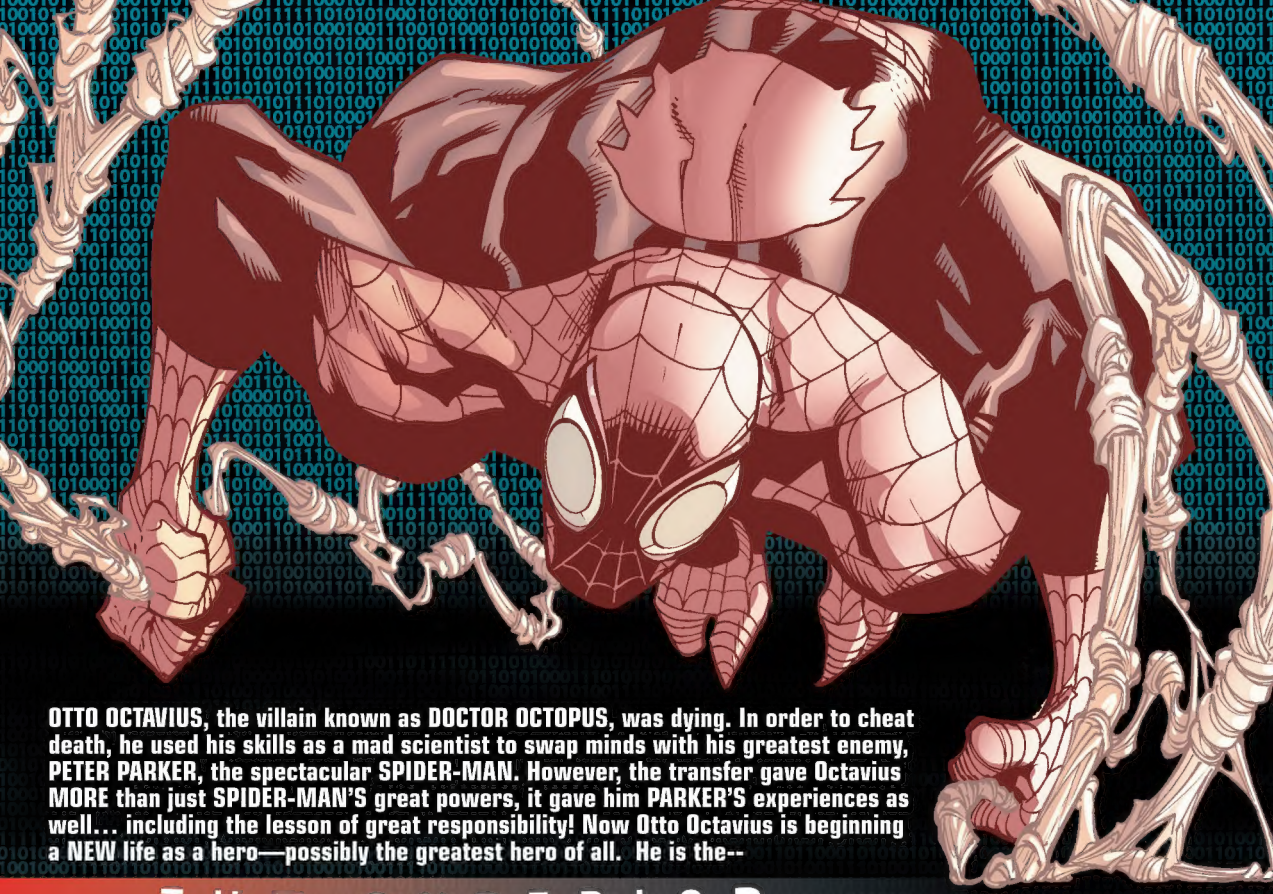

OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying. In order to cheat death, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the spectacular SPIDER-MAN. However, the transfer gave Octavius MORE than just SPIDER-MAN'S great powers, it gave him PARKER'S experiences as well... including the lesson of great responsibility! Now Otto Octavius is beginning a NEW life as a hero—possibly the greatest hero of all. He is the--

THE SUPERIOR SPIDER-MAN

PREVIOUSLY IN AGE OF ULTRON...

YEARS AGO, FOUNDING AVENGER HENRY PYM INVENTED THE ARTIFICAL INTELLIGENCE KNOWN AS ULTRON.

ONCE ULTRON BECAME SELF-AWARE HE DEDICATED HIS LIFE TO PURIFYING THE EARTH OF THE HUMAN CONDITION. EVERY TIME ULTRON CREATED A PLAN TO STRIKE OUT AT HUMANITY, EVERY TIME ULTRON ATTEMPTED TO DESTROY THE AVENGERS, HE WAS DEFEATED.

TONY STARK WARNED THAT IF ULTRON WAS TO CONTINUE TO EVOLVE HE WOULD FIND A WAY TO DESTROY US.

THAT DAY HAS COME.

DOOMSDAY SCENARIO

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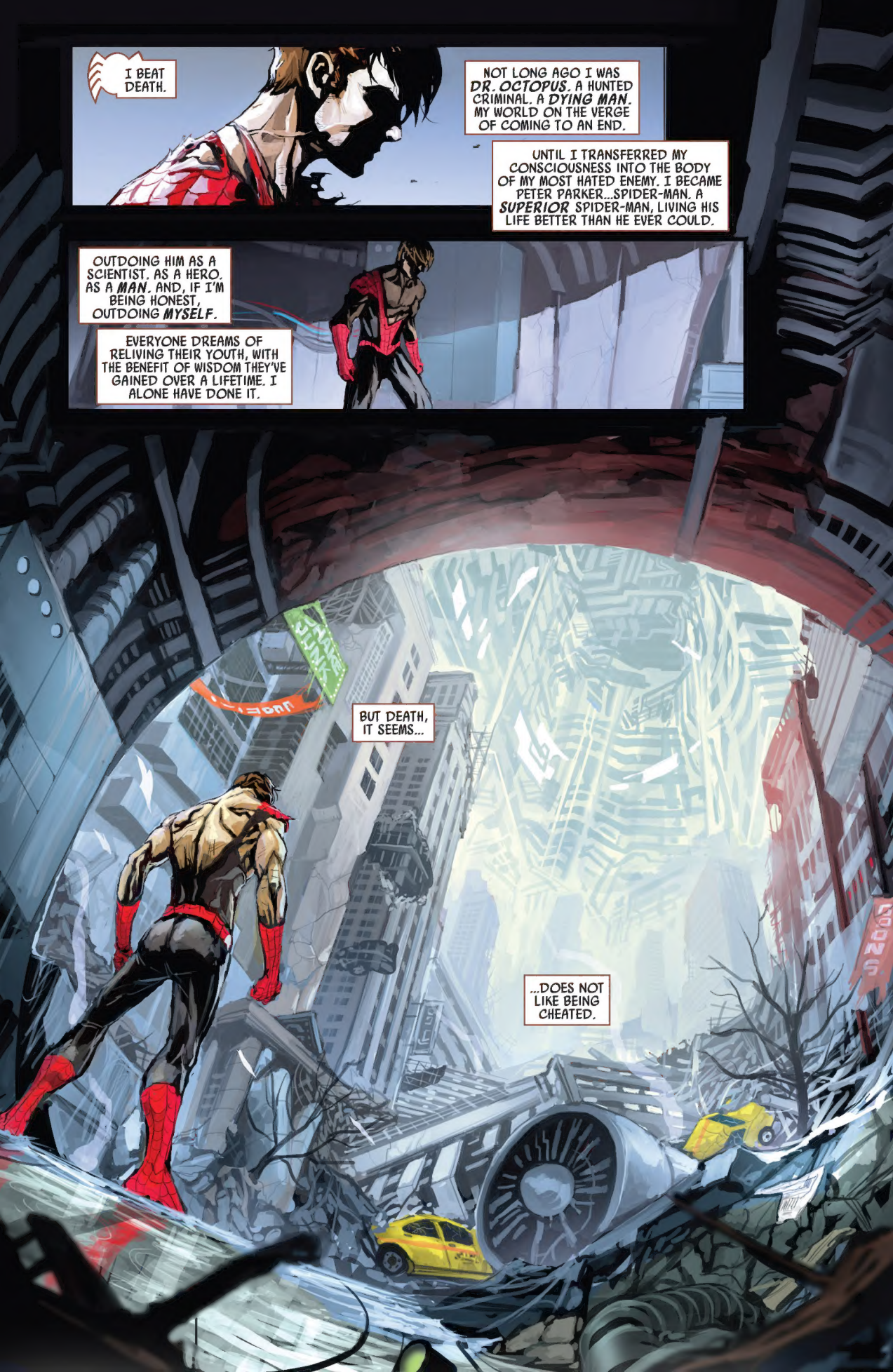

I BEAT DEATH.
NOT LONG AGO I WAS *DR. OCTOPUS*. A HUNTED CRIMINAL. A *DYING MAN*. MY WORLD ON THE VERGE OF COMING TO AN END.
UNTIL I TRANSFERRED MY CONSCIOUSNESS INTO THE BODY OF MY MOST HATED ENEMY. I BECAME PETER PARKER...SPIDER-MAN. A *SUPERIOR* SPIDER-MAN, LIVING HIS LIFE BETTER THAN HE EVER COULD.
OUTDOING HIM AS A SCIENTIST. AS A HERO. AS A *MAN*. AND, IF I'M BEING HONEST, OUTDOING *MYSELF*.
EVERYONE DREAMS OF RELIVING THEIR YOUTH, WITH THE BENEFIT OF WISDOM THEY'VE GAINED OVER A LIFETIME. I ALONE HAVE DONE IT.
BUT DEATH, IT SEEMS...
...DOES NOT LIKE BEING CHEATED.

HOW OFTEN HAVE I FANTASIZED ABOUT THIS? THE WORLD DESTROYED. ALL THOSE WHO PERSECUTED ME, LAUGHED AT ME, PAYING THE ULTIMATE PRICE.
NOW I CAN ONLY THINK OF MAY. HER APARTMENT WAS ON CENTRAL PARK WEST. IT'S RUBBLE.
MARY JANE'S CLUB WAS GONE.
THE FEAR THEY MUST HAVE FELT...ALL THE WAYS THEY COULD HAVE SUFFERED...AND I WAS USELESS.
I SLEPT WHILE THAT... THAT MONSTROSITY GREW LIKE A CANCER OVER THE CITY.
HIS CITY! ULTRON! A ROBOT...A MACHINE! AND I'M A MASTER OF MACHINES!
I COULD HAVE STOPPED THIS!
BUT I'D EXHAUSTED MYSELF, FIXING THE MESS PARKER'S MADE OF HIS LIFE.
THIS IS YOUR FAULT!
KRNG
IT'S ALL YOUR FAULT...

NOW YOU KNOW HOW THE REST OF US FEEL.
WHO--?
I'VE BEEN THROUGH IT MYSELF. ALL FIVE STAGES ON THE KUBLER-ROSS GRIEF SCALE.
I'M IRON MAN. THE TECH GUY. HOW DOES THIS GO DOWN ON MY WATCH?
TONY STARK. HAVE TO GET HOLD OF MYSELF. THEY'VE ALL SEEN ME UNMASKED BY NOW, BUT THEY MUSTN'T SUSPECT--
YEAH, I WAS KINDA WONDERING THAT MYSELF.
I DON'T HAVE AN ANSWER. Y'KNOW WHAT ELSE WE DON'T HAVE? THE LUXURY OF DWELLING ON IT.
I WANT TO CRAWL UNDER A ROCK AND DIE AS MUCH AS THE NEXT GUY. BUT I'M ALSO A SCIENTIST. I STILL BELIEVE ANY PROBLEM CAN BE SOLVED.
NOT BY YOU, IMBECILE. PARKER WAS A FOOL TO CULTIVATE TIES TO THE AVENGERS. THEY MADE HIM WEAK...DEPENDENT.
THE SPIDER-MAN I FOUGHT FOR SO LONG WAS IMPLACABLE. NO MATTER THE ODDS, HE NEVER GAVE UP THE FIGHT...OR THE HOPE THAT ONE MAN COULD MAKE A DIFFERENCE.
AND I'M HIS BETTER.
I NEED TO GET AWAY FROM THESE IDIOTS. PLAN MY COUNTERMOVES, WITHOUT THE DISTRACTION OF TRYING TO BEHAVE LIKE THE SPIDER-MAN THEY KNOW.
GO CALL TECH SUPPORT, SHELLHEAD. I'VE GOT MY OWN PROBLEMS. WHATEVER YOU WANT, I CAN'T HELP YOU.
ACTUALLY, YOU MIGHT BE THE ONLY ONE WHO CAN. SUSAN RICHARDS TELLS ME YOU'RE A SCIENTIST TOO. THAT YOU WORK AT HORIZON LABS.
HORIZON'S STILL INTACT. AND I CAN GET YOU INSIDE.

LUKE'S TEAM IS GRASPING AT STRAWS. WHAT THEY'RE PLANNING, WALKING INTO ULTRON'S CITY...IT'S A SUICIDE MISSION. WORSE--ONE WITHOUT AN *OBJECTIVE.*
BUT YOU WERE RIGHT, WHAT YOU SAID EARLIER. WE HAVE TO STRIKE BACK. AND I HAVE AN IDEA HOW.
WHEN I WAS DIRECTOR OF S.H.I.E.L.D., IT WAS MY JOB TO PLAN RESPONSES TO DOOMSDAY SCENARIOS.
I CAN SEE WHY THEY FIRED YOU.
TOUCHÉ. BUT BEFORE THEY DID, I CREATED THIS.
IN THE EVENT A LOCATION WAS BEYOND SAVING--CONTAMINATED, LET'S SAY, OR OVERRUN BY THE ENEMY--THESE COULD BE PLACED AROUND IT...
...AND, WHEN THE CENTRAL DEVICE IS ACTIVATED, THEY'D CREATE A PORTAL. SHUNT THE ENTIRE AREA INTO THE *NEGATIVE ZONE.*
THEY'RE EASY TO BUILD. EXCEPT THE *CONTROL DEVICE.* I NEED NEGATIVE ZONE TECH, AND THAT'S HARD TO COME BY. THE FANTASTIC FOUR'S HEADQUARTERS IS GONE.
BUT I'D HEARD *MAX MODELL* AT HORIZON HAD SOME. I DON'T KNOW WHERE HE KEPT IT. I DON'T KNOW THE LAYOUT. BUT IF *YOU* DO...
...*QUICKSILVER* CAN GET YOU IN. HE CAN PLACE THE DEVICES AROUND ULTRON'S STRONGHOLD, TOO FAST TO BE DETECTED. IF YOU CAN COMPLETE AND ACTIVATE THE CONTROL UNIT...
...WE CAN SEND ULTRON AND HIS ENTIRE DAMN CITY INTO ANOTHER DIMENSION.
WE DON'T KNOW FOR SURE THE *REAL* ULTRON'S IN THERE. OR THAT HE COULDN'T JUST ZAP HIS MIND INTO SOME DRONE IN JERSEY.
IS THIS A HAIL MARY? SURE. BUT WE'RE AT THE POINT WHERE THAT'S ALL WE HAVE LEFT.
YOU'RE TALKING ABOUT *KILLING* ANYONE INSIDE. SURVIVORS, PRISONERS...
I DON'T SEE ANOTHER OPTION. BELIEVE ME, I KNOW HOW HARD IT IS TO MAKE A CALL LIKE THIS, BUT--
LET'S DO IT.

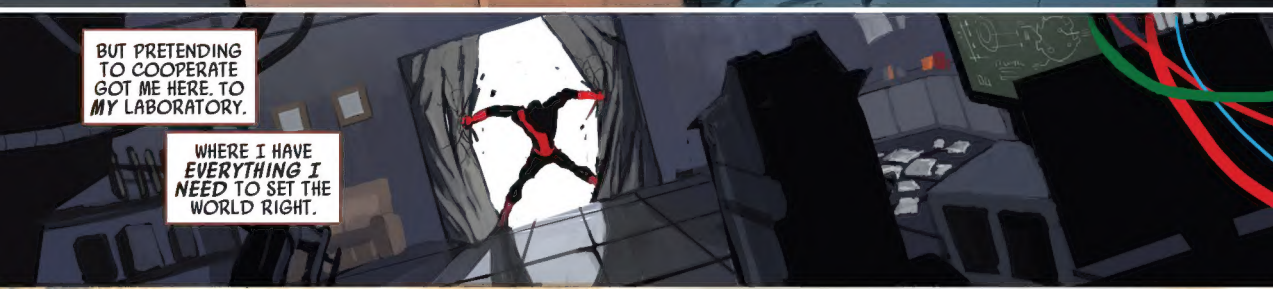
Outside Horizon Labs.
SOUTH STREET SEAPORT.

GIVE ME TWO MINUTES. REMEMBER, ANY USE OF TECHNOLOGY WILL ATTRACT ULTRON'S ATTENTION. ONCE YOU TURN THE DEVICE ON, YOU'LL ONLY HAVE SECONDS TO ESCAPE.
I GOT IT THE THREE HUNDREDTH TIME. I KNOW I'M THE CLASS CLOWN AND ALL, BUT I KNOW WHAT I'M DOING.
WELL, I'LL GRANT THAT ARMAGEDDON SEEMS TO HAVE MATURED YOU.

BUT YOU HAD SET THE BAR QUITE LOW.
HORIZON LABS IS ONE OF THE MOST SECURE BUILDINGS IN THE WORLD. BOTH PARKER AND I ADVISED OUR...
...THOSE CLOSE TO US TO COME HERE IN THE EVENT OF A DISASTER. CONCEIVABLY, THERE'S A CHANCE SOMEONE--

--AH.

MODELL. HE DIED TRYING TO GET HIS PEOPLE TO A SAFE ROOM. AS IF SUCH A THING EXISTS AGAINST ULTRON.
HE MUST HAVE KNOWN THERE WAS NO CHANCE. THAT HE SHOULD SAVE HIMSELF. BUT EVEN FACING DEATH, HE--
NO. THAT'S PARKER'S MEWLING. THE FAINT ECHOES OF A DEAD MIND. I WILL NOT LET THEM DISTRACT ME.
MODELL WAS WEAK AND STUPID. AND NOW HE'S DEAD. I AM NEITHER.
HIS LAB. AS I RECALL, HE KEPT THE NEGATIVE ZONE TECH INSIDE.
NOT THAT IT MATTERS.
IT'S LAUGHABLE, THAT THE INTELLECT OF OTTO OCTAVIUS WOULD WASTE ONE SECOND ON THE HALF-BAKED SCHEMES OF ANTHONY STARK'S ALCOHOL-DAMAGED BRAIN.
MAX MODELL


BUT PRETENDING TO COOPERATE GOT ME HERE. TO MY LABORATORY.
WHERE I HAVE EVERYTHING I NEED TO SET THE WORLD RIGHT.

I ONLY MET ULTRON ONCE, DURING THE SECRET WAR SOME YEARS AGO. BUT I LEARNED ALL I NEED TO KNOW.
IT'S A MACHINE THAT HAS GAINED SENTIENCE, BUT IS STILL A SLAVE TO ITS PROGRAMMING. IT WAS UNDER THE CONTROL OF VICTOR VON DOOM THEN.
IF VON DOOM COULD TAME ULTRON, IT WILL BE A SIMPLE MATTER FOR ME.

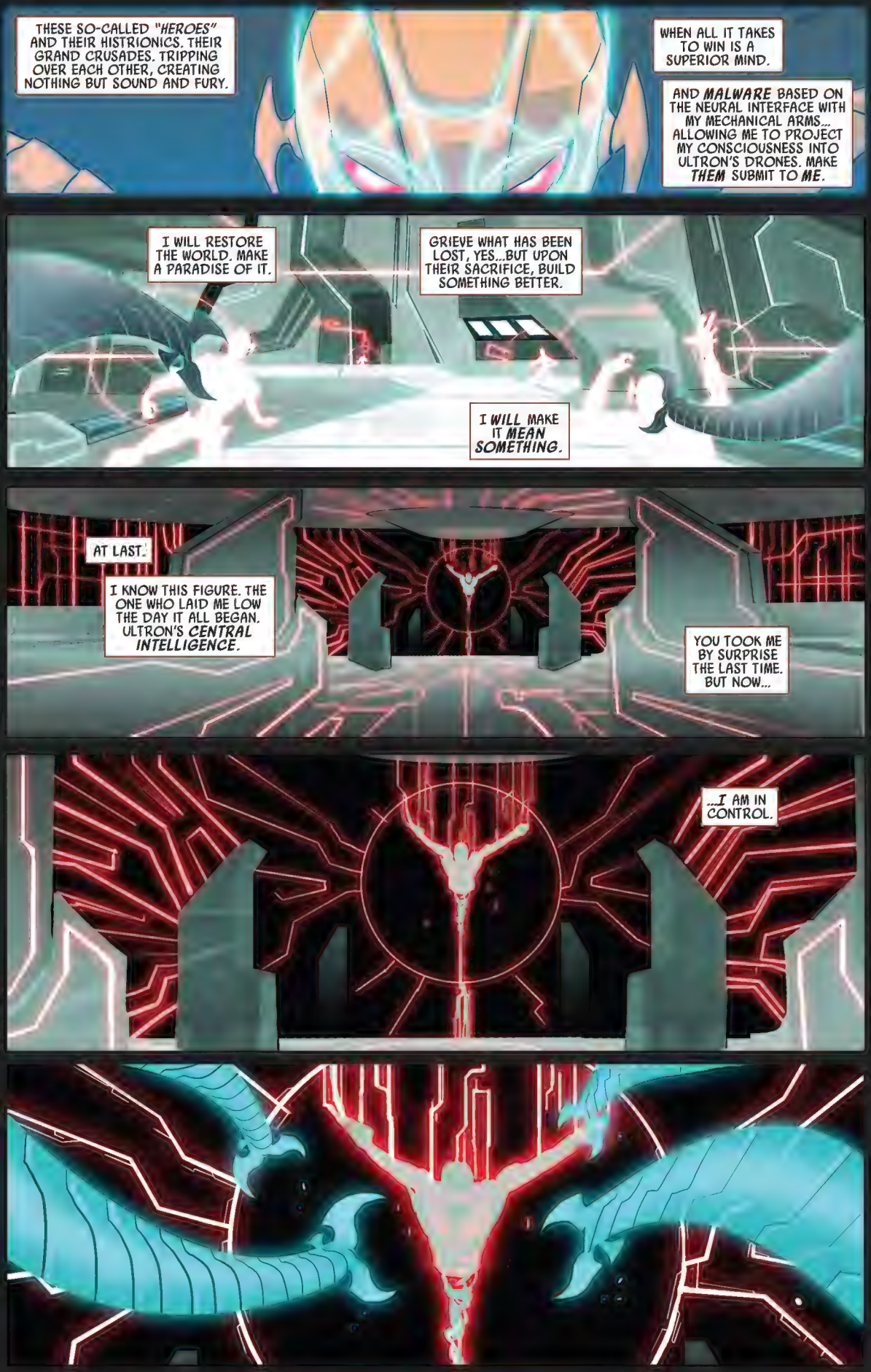
NOT THAT I'M UNDERESTIMATING MY FOE. ITS ACCOMPLISHMENTS SPEAK FOR THEMSELVES. OF COURSE, ONCE I'VE WON, I'LL IMPROVE UPON THEM.
REPURPOSE ITS TECHNOLOGY TO MAKE THE WORLD A PARADISE. UNDER MY DIRECTION, WHAT DESTROYED CIVILIZATION WILL REBUILD IT.
BETTER THAN BEFORE. FAR SUPERIOR TO WHAT'S BEEN LOST. THIS IS AN OPPORTUNITY, NOT THE END OF...NOT...
ENOUGH. FOCUS. THERE'S WORK TO BE DONE.
AND THE KEY TO VICTORY IS IN MY HANDS. NO DOUBT MOST OF MY SPIDER-EYES WERE DESTROYED, BUT I HAD HUNDREDS PATROLLING THE CITY.
THEY WILL BE ENOUGH. THEY MUST BE.
BREEP
BECAUSE THERE IS NO TURNING BACK.
ALERT.

VRAAASH
SPIDER-MAN. SUBMIT OR PERISH.
SURRENDER?
TO YOU?
LAUGHABLE.

WITH ONE LOOK, I UNDERSTAND YOU PERFECTLY.
YOUR STRENGTHS...
...AND WEAK POINTS.
ERROR--
TO ME, YOU ARE TOYS.
FWOOM

REINFORCEMENTS SUMMONED.
SO I SEE. WHAT YOU DOLTISH ROBOTS DON'T REALIZE...
"...IS THAT I'VE BROUGHT MY OWN."
ERROR. SECURITY COMPROMISED.
FIREWALL FAILURE. SYSTEM FAILURE. SYSTEM--SZZK--SYSTEM--
KRAZZATT
--SUPERIOR.

ALERT. SYSTEM FAILURE.
OF COURSE.
I'VE BEEN MENTALLY CONTROLLING MACHINES SINCE MY FIRST SET OF ARMS.
IT'S A MATTER OF EXERTING ONE'S WILL, AND THERE IS NO WILL STRONGER THAN MINE.
I AM COMING FOR YOU, ULTRON. YOUR DRONES BELONG TO ME...
...AND SOON YOUR CITY-- YOUR WORLD-- WILL FOLLOW.


THESE SO-CALLED "HEROES" AND THEIR HISTRIONICS. THEIR GRAND CRUSADES. TRIPPING OVER EACH OTHER, CREATING NOTHING BUT SOUND AND FURY.
WHEN ALL IT TAKES TO WIN IS A SUPERIOR MIND.
AND MALWARE BASED ON THE NEURAL INTERFACE WITH MY MECHANICAL ARMS... ALLOWING ME TO PROJECT MY CONSCIOUSNESS INTO ULTRON'S DRONES. MAKE THEM SUBMIT TO ME.
I WILL RESTORE THE WORLD. MAKE A PARADISE OF IT.
GRIEVE WHAT HAS BEEN LOST, YES...BUT UPON THEIR SACRIFICE, BUILD SOMETHING BETTER.
I WILL MAKE IT MEAN SOMETHING.
AT LAST.
I KNOW THIS FIGURE. THE ONE WHO LAID ME LOW THE DAY IT ALL BEGAN. ULTRON'S CENTRAL INTELLIGENCE.
YOU TOOK ME BY SURPRISE THE LAST TIME. BUT NOW...
...I AM IN CONTROL.

P-PAIN...
I HAD NOT EXPECTED THAT FROM A MACHINE. THIS UNIT IS IN AGONY. BUT I CAN ENDURE IT.
FACE ME, ULTRON. FIGHT ME FOR YOUR ROBOTIC SOUL--
WHAT? NO!
ULTRON--FROM OUTSIDE? HE'S NOT HERE?
BUT IF I'M IN JUST ANOTHER OF HIS THRALLS, THEN--
THRAMM

GNNAA!
FOOL...HE PLAYED ME FOR A FOOL.
LURED ME TO A FALSE BATTLEGROUND...WHILE HE LAY IN WAIT FROM SOME HIDDEN PLACE...BUT WHERE?
IT DOESN'T MATTER. HE'S HAD A CHANCE TO STUDY ME. TO PREPARE DEFENSES.
I HAD MY CHANCE...AND I FAILED.
PROGRAMMING RESTORED.

NO! I WON'T LET A MACHINE DO THIS TO ME.
I WON'T FAIL THEM...NOT AGAIN.
THERE'S GOT TO BE SOMETHING ELSE. ANOTHER--
STARK'S DEVICE! QUICKSILVER'S PLACED THE OTHERS BY NOW. IF IT ACTUALLY WORKS...
MAX
EINSTEIN-ROSEN DRIVE...DARK MATTER POWER CORE...YES!
IF I CAN GET TO MODELL'S NEGATIVE ZONE TECH, I CAN STILL--
ZARK

SONICS. I KNOW WHAT THIS MEANS.
IT MEANS IT'S OVER. IT MEANS...
...I'VE LOST.
KRAKATOOM

IF I HADN'T KNOWN ABOUT MODELL'S TUNNELS, I'D BE DEAD NOW.
AS IF IT MATTERS.
I GAVE IT MY BEST. EVERYTHING I HAD.
AND IT WAS NOT ENOUGH.

IT'S HIM.
FAILED...
...I FAILED.
WE KNOW. QUICKSILVER SAW THE ULTRON DRONES MASSING AROUND YOUR LOCATION.
LET ME GUESS. ULTRON GOT THERE BEFORE THE DEVICE COULD CHARGE.
THERE JUST WASN'T ENOUGH TIME.
...
YES.

DON'T BEAT YOURSELF UP. IT WASN'T YOUR FAULT.
IT WAS A LONG SHOT. PROBABLY WOULDN'T HAVE WORKED ANYWAY.
STARK.
TONY.
IT WOULD HAVE WORKED.
YEAH, WELL, IT DOESN'T MATTER NOW. LIKE SINATRA SAID, WE PICK OURSELVES UP AND GET BACK IN THE RACE.
WHERE THERE'S LIFE, THERE'S HOPE. MAYBE LUKE'S PLAN WILL PAN OUT.
THAT'S WHY WE DO THIS, RIGHT?

THIS. THIS IS WHY PARKER ALWAYS WON.
I TREATED MY ALLIES AS LACKEYS. EXTENSIONS OF MYSELF. THEY COULD NEVER BE MORE EFFECTIVE THAN I...ONLY LESS. THEY COULDN'T MAKE ME STRONGER, ONLY WEAKER.
THIS IS...
...DIFFERENT.
AS I SAID, DEATH DOES NOT LIKE TO BE CHEATED.
YOU COMING?
BUT WITH THE RIGHT PEOPLE AT YOUR SIDE...
YES.
...IT CAN BE DEFEATED.
Continued In AGE OF ULTRON #3!

SUBMIT TO THE FULL SCOPE OF

AGE OF ULTRON

THIS MONTH!

FANTASTIC FOUR #5AU

AGE OF ULTRON #3